

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FRANCE TELECOM S.A.,

Plaintiff,

-v-

MARVELL SEMICONDUCTOR, INC.,

Defendant.

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: ECF CASE
:
: 12-Civ-4986 (JSR)
:
: **DECLARATION OF JOHN**
: **SANTOS IN SUPPORT OF**
: **DEFENDANT'S MOTION TO**
: **TRANSFER VENUE UNDER**
: **28 U.S.C. § 1404(a)**
:
: **JURY TRIAL DEMANDED**
:
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I, John Santos, declare as follows:

1. I am the Associate Vice President of Mobile Marketing at Marvell Semiconductor, Inc. ("Marvell"). I have been employed by Marvell since 2006.
2. I have been informed by counsel for Marvell that France Telecom S.A. has accused certain Marvell communications processors, including the "PXA9xx" family of cellular processors and the "PXA12xx" and "PXA18xx" families of "slim" modems (collectively, "the Accused Products") of infringing U.S. Patent No. 5,446,747.
3. I make this declaration based on my personal knowledge of the facts contained herein.

I. Marvell Background and Operations

4. Marvell is a leading designer of storage, communications, and consumer semiconductor products.
5. Marvell is incorporated in California, and is headquartered and has a principal place of business at 5488 Marvell Lane, Santa Clara, California, located in Santa Clara County.

6. Marvell has approximately 2,880 employees in the United States. Approximately 2,200 U.S. employees—about 76 percent—work in its Santa Clara headquarters, and approximately 140 employees work at other locations in California.

7. All aspects of Marvell's business, including Marvell's management, research and development, product planning, marketing and sales facilities are run out of Marvell's headquarters in Santa Clara, California.

8. Marvell has no offices, facilities, or employees in New York. Marvell does not own any property in New York. No Marvell products are or have been designed, developed, or made in New York.

II. Accused Products

9. The Marvell business unit that oversees the design, development, production, marketing, and sales of the Accused Products is located in Marvell's Santa Clara headquarters. The accused Marvell products are semiconductor chips that control the communications and applications that run on a smartphone. The accused products are provided to a cellular handset manufacturer to include within a device to help access various cellular networks, such as the 3G WCDMA networks used by AT&T and T-Mobile in the United States.

10. The Accused Products evolved from a product line of application processors that was acquired from Intel Corporation ("Intel") in June 2006. Intel is headquartered in Santa Clara, California, located in Santa Clara county.

11. Before joining Marvell, I was a Program Manager in the Cellular Group at Intel. After the acquisition, I began working at Marvell as a Marketing Manager. I became the Associate Vice President of Mobile Marketing in January 2012.

12. Marvell's employees who are engaged in the research, design and development of the Accused Products primarily work in Marvell's facilities in Santa Clara, California; Folsom,

California; Chandler, Arizona; and Austin, Texas. No employees or facilities are located in New York.

13. Aspects of the Accused Products are also designed and developed by various Marvell corporate affiliates based in Israel and China. None of these affiliates have any offices, facilities or employees in New York.

14. There are over 50 engineers in Santa Clara, California who work on Marvell Accused Products. Additional engineers who work on Marvell Accused Products are located in Marvell's other facilities in the U.S. as well as with Marvell affiliates in other countries such as China and Israel.

15. Individuals in the United States knowledgeable regarding the design, structure, and operation of the Accused Products include: Steven Jiang, Nitin Gupta, Hunglin Hsu, Alex Zhang, Xikai Zhao, Derek Chang, and Edward Peng, based in Santa Clara, California.

16. The business aspects of the Accused Products are managed by Marvell's Mobile Marketing Group, which is headquartered in Santa Clara, California. I am part of the Mobile Marketing Group. Additional persons who are knowledgeable about the business, sales and marketing of the Accused Products, also based out of Santa Clara, include: David Matukaitis, Lu Chang, Allen Leibovitch, Greg Lewis, and Vivek Chabra. No members of the Mobile Marketing Group are located in New York.

17. Marvell's Accused Products are not designed to be uniquely used in New York. Devices incorporating Marvell's Accused Products are sold nationwide. To the best of my knowledge, there is no unusual or unexpected concentration of sales of devices incorporating the Accused Products in New York. Furthermore, Marvell does not actually sell or ship Accused Products into New York.

18. The Accused Products are manufactured by third party Taiwan Semiconductor Manufacturing Company, Ltd. ("TSMC") in Asia. Some accused products were manufactured by Intel for Marvell in Santa Clara, California. No Accused Products have been manufactured in New York.

19. TSMC is headquartered in Hsinchu, Taiwan, and has fabrication facilities in Taiwan, China, Singapore, and in the United States, in Camas, Washington. (*See* <http://www.tsmc.com/english/dedicatedFoundry/manufacturing/locations.htm>). TSMC has a corporate office in the United States in San Jose, California, located in Santa Clara country. (*See* http://www.tsmc.com/english/aboutTSMC/business_contacts.htm). I understand that TSMC does not have any offices in New York.

20. Documents regarding the Accused Products are located in Santa Clara, California; Folsom, California; Chandler, Arizona; Austin, Texas; Israel and China. Documents located on Marvell servers outside of Santa Clara, California are accessible through the Marvell computers in Santa Clara.

21. None of Marvell's servers are located in New York, and none of its electronic data is hosted in New York. Marvell maintains no document storage facilities in New York.

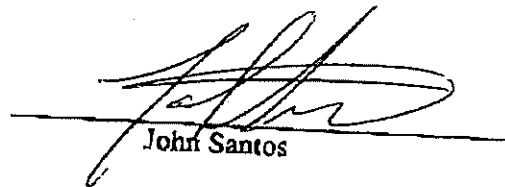
22. Most of Marvell's Accused Products are designed and developed by Marvell in Austin, Texas; Chandler, Arizona; Folsom, California; and Santa Clara, California and its affiliate in Israel. These Accused Products are designed to access certain 3G cellular communications networks in the United States that comply with the Wideband CDMA or WCDMA standard. This standard is used nationwide for 3G communications by carriers such as AT&T and T-Mobile.

23. None of the Marvell Accused Products have been designed, developed, or produced in New York.

24. Certain Marvell's Accused Products are designed and developed by Marvell in Santa Clara, California and by its affiliates in China for the Chinese market, and exclusively for the mobile carrier China Mobile. These products are used to access different 3G cellular communications networks using a standard known as TD-SCDMA. TD-SCDMA is not used in 3G cellular networks in the United States. These products cannot access WCDMA 3G cellular networks in the United States. I understand that devices that include these Marvell Accused Products designed for China are not imported for sale in the United States.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed July 30, 2012 in ARIZONA, USA


John Santos